Chemours Co
Form DEF 14A
March 14, 2019
TABLE OF CONTENTS
UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
SCHEDULE 14A
Proxy Statement Pursuant to Section 14(a) of
the Securities Exchange Act of 1934 (Amendment No.)
Filed by the Registrant Filed by a Party other than the Registrant
Check the appropriate box:

Preliminary Proxy Statement

Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))

Definitive Proxy Statement

Definitive Additional Materials

Soliciting Material under §240.14a-12

THE CHEMOURS COMPANY

(Name of Registrant as Specified in its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

No fee required.

Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

(1) Title of each class of securities to which transaction applies:

(2) Aggregate number of securities to which transaction applies:

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

(4) Proposed maximum aggregate value of transaction:

(5) Total fee paid:

Fee paid previously with preliminary materials.

Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

TABLE OF CONTENTS

1007 Market Street
Wilmington, Delaware 19899
March 14, 2019

To our Shareholders:

We are pleased to invite you to attend the annual meeting of shareholders of The Chemours Company to be held on April 30, 2019 in the Caesar Rodney Ballroom at The Westin Hotel, located at 818 Shipyard Drive, Wilmington, DE 19801. The meeting will begin at 10:00 a.m. (Eastern time).

The following pages contain our notice of annual meeting and proxy statement. Please review this material for information concerning the business to be conducted at the annual meeting, including the nominees for election as directors.

We are furnishing proxy materials to our shareholders primarily over the Internet, which expedites shareholders' receipt of proxy materials and reduces the environmental impact of our annual meeting.

Whether or not you plan to attend the annual meeting in person, please submit a proxy promptly to ensure that your shares are represented and voted at the meeting.

Sincerely,

Richard H. Brown	Mark P. Vergnano
Chairman of the Board	President & Chief Executive Officer

TABLE OF CONTENTS

Notice of Annual Meeting
of Shareholders

Date: April 30, 2019
Time: 10:00 a.m. Eastern time
Place: Caesar Rodney Ballroom at The Westin Hotel, located at 818 Shipyard Drive, Wilmington, DE 19801
Record date: March 5, 2019

Notice is hereby given that a meeting of the shareholders of The Chemours Company (the "Company") will be held in the Caesar Rodney Ballroom at The Westin Hotel, located at 818 Shipyard Drive, Wilmington, DE 19801, on April 30, 2019 at 10:00 a.m. Eastern time (including any adjournments or postponements thereof, the "Annual Meeting") for the following purposes:

1. To elect the eight director nominees named in the accompanying Proxy Statement to serve one-year terms expiring at the Annual Meeting of Shareholders in 2020;

2. To hold a non-binding advisory vote to approve the compensation of the Company's named executive officers;

3. To ratify the selection of PricewaterhouseCoopers LLP as the Company's independent registered public accounting firm for fiscal year 2019;

4. To vote on a shareholder proposal on executive compensation if properly presented at the Annual Meeting; and

5. To transact such other business that may properly come before the Annual Meeting or any adjournments or postponements thereof.

Only shareholders of record at the close of business on March 5, 2019 are entitled to notice of, and to vote at, the Annual Meeting, and any adjournments or postponements of the Annual Meeting.

By Order of the Board of Directors.

David C. Shelton
Senior Vice President, General Counsel &
Corporate Secretary
March 14, 2019

Your vote is important. Even if you plan to attend the Annual Meeting, Chemours still encourages you to submit your proxy by Internet, telephone or mail prior to the meeting. If you later choose to revoke your proxy or change your vote, you may do so by following the procedures described under "Can I revoke a proxy?" and "Can I change my vote after I have delivered my proxy?" in the "Questions and Answers" section of the attached Proxy Statement.

IMPORTANT NOTICE REGARDING AVAILABILITY OF PROXY MATERIALS
FOR THE ANNUAL MEETING OF SHAREHOLDERS
TO BE HELD ON APRIL 30, 2019:

The Notice of Internet Availability of Proxy Materials, Notice of Annual Meeting of Shareholders,
Proxy Statement and Annual Report are available at
www.allianceproxy.com/chemours/2019

TABLE OF CONTENTS

Table of Contents

TABLE OF CONTENTS

PROXY STATEMENT

ANNUAL MEETING OVERVIEW

Set forth below is summary information regarding the annual meeting of shareholders (including any adjournments and postponements thereof, the "Annual Meeting") of The Chemours Company ("Chemours" or the "Company"), including the location of the meeting and the proposals its shareholders will vote upon at the meeting. Please see the more detailed information set forth in this Proxy Statement about the Annual Meeting and the proposals.

Meeting Information	Summary of Matters to be Voted Upon		
Time and Date:	Voting Matter	Board Vote Recommendation	See Page
10:00 a.m. (Eastern time) on Tuesday, April 30, 2019 Place: Caesar Rodney Ballroom at The Westin Hotel, 818 Shipyard Drive, Wilmington, DE 19801	Management Proposals		
	Proposal 1 — Election of Directors	FOR EACH NOMINEE	1
	Proposal 2 — Advisory Vote on Executive Compensation	FOR	48
	Proposal 3 — Ratification of Independent Registered Public Accounting Firm	FOR	49
	Shareholder Proposal		
	Proposal 4 — Report on Executive Compensation	AGAINST	52

PROPOSAL 1 — ELECTION OF DIRECTORS

The first proposal to be voted on at the Annual Meeting is the election of members of the Board of Directors (the "Board") of the Company. Eight current members of the Board are standing for re-election to hold office for a one-year term, or until their successors are duly elected and qualified.

Each nominee has agreed to be named in this Proxy Statement and to serve if elected. Although Chemours knows of no reason why any of the nominees would not be able to serve, if any nominee is unavailable for election, the proxy holders may vote for another nominee proposed by the Board of Directors. In that case, your shares will be voted for that other person.

Director Qualification Standards

The Chemours Nominating and Corporate Governance Committee will consider potential candidates suggested by Board members, as well as management, shareholders, search firms and others.

The Board's Corporate Governance Guidelines describe qualifications for directors. Directors are selected for their integrity and character; sound, independent judgment; breadth of experience, insight and knowledge; business acumen; and significant professional accomplishment. The specific skills, experience and criteria that the Board may consider, and which may vary over time depending on current needs, include leadership; experience involving technological innovation; relevant industry experience; financial expertise; corporate governance; compensation and succession planning; familiarity with issues affecting global businesses; experience with global business operations, strategy and management; environment, health, safety and sustainability; risk management; other board experience; prior government service; and other individual qualities and attributes, including diversity in experience, gender and ethnicity, that contribute to the total mix of viewpoints and experience

TABLE OF CONTENTS

represented on the Board. Additionally, directors are expected to be willing and able to devote the necessary time, energy and attention to assure diligent performance of their responsibilities.

When considering candidates for nomination, the Nominating and Corporate Governance Committee takes into account these factors, among other items, to assure that new directors have the highest personal and professional integrity, have demonstrated exceptional ability and judgment and will be most effective, in conjunction with other directors, in serving the long-term interests of all shareholders. The Nominating and Corporate Governance Committee will not nominate for election as a director a partner, member, managing director, executive officer or principal of any entity that provides accounting, consulting, legal, investment banking or financial advisory services to Chemours.

Once the Nominating and Corporate Governance Committee has identified a prospective candidate, the Nominating and Corporate Governance Committee will make an initial determination as to whether to conduct a full evaluation of the candidate. This initial determination will be based on whatever information is provided to the Nominating and Corporate Governance Committee with the recommendation of the prospective candidate, as well as the Nominating and Corporate Governance Committee's own knowledge of the prospective candidate. This may be supplemented by inquiries to the person making the recommendation or others. The preliminary determination will be based primarily on the likelihood that the prospective nominee can satisfy the factors described above. If the Nominating and Corporate Governance Committee determines, in consultation with the Chairman of the Board and other Board members as appropriate, that further consideration is warranted, it may gather additional information about the prospective nominee's background and experience.

The Nominating and Corporate Governance Committee also may consider other relevant factors as it deems appropriate, including the current composition of the Board and specific needs of the Board to ensure its effectiveness. In connection with this evaluation, the Nominating and Corporate Governance Committee will determine whether to interview the prospective nominee. One or more members of the Nominating and Corporate Governance Committee and other directors, as appropriate, may interview the prospective nominee in person or by telephone. After completing its evaluation, the Committee will conclude whether to make a recommendation to the full Board for its consideration.

The Nominating and Corporate Governance Committee considers candidates for director suggested by shareholders, applying the factors for potential candidates described above and taking into account the additional information provided by the shareholder or gathered by the Committee. Shareholders wishing to suggest a candidate for director should write to the Corporate Secretary and include the detailed information required under the Company's Amended and Restated Bylaws (the "Bylaws").

A shareholder's written notice to the Corporate Secretary described in the preceding paragraph must be delivered to The Chemours Company, 1007 Market Street, Wilmington, DE 19899, Attention: Corporate Secretary. Shareholders who wish to nominate candidates for the Board of Directors must follow the procedures described under "2020 Annual Meeting of Shareholders — Procedures for Submitting Shareholder Proposals and Nominations" in this Proxy Statement.

TABLE OF CONTENTS

Director Nominees

The following information describes certain information regarding our director nominees.

Director Nominee Composition

Skills, Experience, and Background

The Nominating and Corporate Governance Committee recommended to the Board the nominees named in this Proxy Statement. Based on this recommendation and each nominee's credentials and experience outlined below, the Board has determined that each nominee can make a significant contribution to the Board and the Company, is willing and able to devote the necessary time, energy and attention to assure diligent performance of their responsibilities and should serve as a director of the Company.

Set forth on the following pages is a skills matrix and biographical information about each of the nominees, including information regarding the person's service as a director, business experience, director positions held currently or at any time during the last five years, information regarding involvement in certain legal or administrative proceedings, if applicable, and the experiences, qualifications, attributes or skills that factored into the Board's determination that the person should serve as a director of the Company. The Board regularly reviews the skills, experience, and background that it believes are desirable to be represented on the Board. The following is a description of the Boards' adopted Core Skills & Qualifications and additional relevant experience possessed by the nominees.

Core Skills & Qualifications		Additional Experience	
Leadership (Strategy & Execution)	Chemical Industry Experience	Marketing	Information Technology
Financial Expertise	Risk Management	Business Development	Logistics & Supply Chain
Global Business Strategy & Management	Global Business Operations	Mergers & Acquisitions	Legal Expertise
Technological Innovation	Compensation & Succession	Capital Markets	Regulatory Experience
Corporate Governance	Diversity	Investor Relations & Engagement	Cybersecurity
Environment, Health, Safety & Sustainability	Other Board Experience		

TABLE OF CONTENTS

Skills Matrix

We maintain a skills matrix where directors indicate whether they have expertise and professional background in areas we think are essential for Chemours. The table below lists the areas of expertise for our director nominees.

	Curtis V. Anastasio	Bradley J. Bell	Richard H. Brown	Mary B. Cranston	Curtis J. Crawford	Dawn L. Farrell	Sean D. Keohane	Mark P. Vergnano
Core Skills and Experience								
Leadership (Strategy and Execution)	x	x	x	x	x	x	x	x
Chemical Industry Experience	x	x	x	x	x		x	x
Financial Expertise	x	x	x	x	x	x	x	x
Global Business Strategy and Management	x	x	x	x	x	x	x	x
Global Business Operations	x	x	x	x	x	x	x	x
Corporate Governance	x	x	x	x	x	x	x	x
Other Board Experience	x	x	x	x	x	x	x	x
Technological Innovation	x		x	x	x	x	x	x
Compensation & Succession	x	x	x	x	x	x	x	x
Risk Management	x	x	x	x	x	x	x	x
Environmental, Health, Safety and Sustainability	x		x	x		x	x	x
Additional Experience								
Marketing	x				x	x	x	x
Business Development	x		x		x	x	x	x
Mergers & Acquisitions	x	x	x	x	x	x		x
Capital Markets		x	x			x		x
Investor Relations & Engagement	x	x	x	x		x	x	x
Information Technology			x	x	x			
Logistics & Supply Chain	x		x				x	

Legal Expertise	x			x		
Regulatory Experience	x		x	x		x
Cybersecurity				x		x
Diversity						
Gender				x		x
Ethnicity					x	

4

TABLE OF CONTENTS
Director Nominees

Name, Tenure and Age	Principal Occupation, Business Experience, Qualifications and Directorships
Curtis V. Anastasio Director since 2015 Age 62	Since 2014, Mr. Anastasio has served as Chairman of GasLog Partners LP, a global owner, operator, and manager of liquefied natural gas carriers. Mr. Anastasio has also served as a director of Par Pacific Holdings, Inc. (formerly Par Petroleum Corporation), a diversified energy company, since 2014. He served as President, Chief Executive Officer and Executive Director of NuStar Energy, L.P. (formerly Valero L.P.) from 2001 to 2013. He also served as President, Chief Executive Officer and Executive Director of NuStar GP Holdings, LLC (formerly Valero GP Holdings, LLC) from 2006 to 2013. Mr. Anastasio has served on the board of the Federal Reserve Bank of Dallas since 2014. Skills and Qualifications Mr. Anastasio has significant leadership experience as both an executive officer and board member of public companies. Through his experience as a former chief executive officer, he is able to provide the Board with valuable insight on global business management and financial matters. Mr. Anastasio's knowledge of financial matters is further enhanced by his role as audit committee chairman of Par Pacific Holdings, Inc. and as a Director and member of the Audit Committee of the Federal Reserve Bank of Dallas. He also has valuable experience in marketing, business development and logistics.
Bradley J. Bell Director since 2015 Age 66	Mr. Bell has served on the board of directors of Momentive Performance Materials Inc., a global manufacturer of silicones, quartz, and ceramics, since October 2014, where he has been Non-Executive Chair since December 2014. From 2014 to 2018, Mr. Bell served on the board of Hennessey Capital Acquisition Corp. (HCAC) and its successive acquisition companies (HCAC II and HCAC III), formed for the purpose of effecting a merger, capital stock exchange, asset acquisition, stock purchase reorganization or similar business combination with one or more businesses. Mr. Bell also served on the boards of Compass Minerals International, Inc. from 2003 to 2015 and IDEX Corporation from 2001 to 2015. He formerly served as Executive Vice President and Chief Financial Officer of Nalco Holding Company, a global leader in water treatment and process chemical services, from 2003 to 2010. Prior to joining Nalco Holding Company, he served as Senior Vice President and Chief Financial Officer of Rohm and Haas Company from 1997 to 2003. Skills and Qualifications Through his over 35 years of executive experience in the technology, manufacturing and chemicals industries, Mr. Bell has developed financial expertise and experience in mergers and acquisitions, private equity and capital markets transactions. His experience includes over 12 years of experience as a chief financial officer of a publicly traded company, during which he obtained significant financial management and reporting expertise. Mr. Bell has over 30 years of experience as a director of multiple public companies, which allows him to bring the Board substantial knowledge of corporate governance, compensation design, shareholder relations, risk management and succession planning.

TABLE OF CONTENTS

Name, Tenure and Age	Principal Occupation, Business Experience, Qualifications and Directorships
Richard H. Brown Director since 2015 Age 71	Mr. Brown has served as Chairman of the Board since July 1, 2015. He currently serves as Chair of Browz, LLC, a global leader of contractor pre-qualification and compliance solutions since 2005. Formerly, Mr. Brown served as Chair and Chief Executive Officer of Electronic Data Systems (EDS) from 1999 to 2003. Prior to joining EDS, Mr. Brown served as Chief Executive Officer of Cable & Wireless PLC from 1996 to 1999, H&R Block Inc. from 1995 to 1996 and Illinois Bell Telephone Company from 1990 to 1995. He is a Trustee Emeritus of the Ohio University Foundation. He previously served on the boards of E. I. du Pont de Nemours and Company from 2001 to 2015, The Home Depot, Inc. from 2000 to 2006, Vivendi Universal from 2000 to 2002, and Seagram Co Ltd. from 1997 to 2000. Mr. Brown also served as a member of the Business Roundtable, the President's Advisory Committee on Trade and Policy Negotiations, the U.S.-Japan Business Council, the French-American Business Council, and the President's National Security Telecommunications Advisory Committee. Skills and Qualifications From his experiences as the chief executive officer and chairman of the board of several large public companies, Mr. Brown has valuable knowledge in the areas of global business management and operations, as well as the chemicals industry, corporate governance, financial matters, information technology, investor relations and supply chain logistics. His past experience serving as a public company chairman and his knowledge of the chemicals industry make Mr. Brown uniquely qualified to be the Chairman of the Board.
Mary B. Cranston Director since 2015 Age 71	Ms. Cranston is a retired Senior Partner and Chair Emeritus of Pillsbury Winthrop Shaw Pittman, LLP, an international law firm. Prior to her retirement in 2012, Ms. Cranston served as Senior Partner and Chair Emeritus from 2007 to 2011; and Chair and Chief Executive Officer from 1999 to 2006. Ms. Cranston has served on the boards of Visa, Inc. since 2007 and MyoKardia, Inc. since 2016. Ms. Cranston previously served on the boards of GrafTech International Ltd from 2000 to 2014, International Rectifier Corporation from 2008 to 2015, Juniper Networks, Inc. from 2007 to 2015, and Exponent, Inc. from 2010 to 2014. Skills and Qualifications Ms. Cranston brings leadership experience and expertise in financial matters, risk management, legal matters and corporate governance. She has over 30 years of experience in mergers and acquisitions as a legal advisor and oversaw two large mergers while she was the chief executive officer of Pillsbury. Ms. Cranston also has experience in the areas of trade, antitrust, telecommunications, SEC enforcement and environmental law. Through her board memberships, she has dealt with cybersecurity issues, stockholder activism and board engagement with shareholders.

TABLE OF CONTENTS

Name, Tenure and Age	Principal Occupation, Business Experience, Qualifications and Directorships
Curtis J. Crawford Director since 2015 Age 71	Dr. Crawford has served as President and Chief Executive Officer of XCEO, Inc., a consulting firm specializing in leadership and corporate governance, since 2003. Prior to founding XCEO Inc. in 2003, he served as President and Chief Executive Officer of Onix Microsystems and Zilog Inc. Dr. Crawford has served on the boards of Xylem Inc. since 2011 and ON Semiconductor since 1999, and is the author of three books on leadership and corporate governance. He previously served on the board of E. I. du Pont de Nemours and Company from 1998 to 2015, and on the boards of ITT Corp., Agilysys, Lyondell Petrochemical, The Sisters of Mercy Health Corporation and DePaul University. In 2011, Dr. Crawford was awarded the B. Kenneth West Lifetime Achievement Award from the National Association of Corporate Directors (NACD) for his contribution to corporate governance and for having made a meaningful impact in the boardroom. Skills and Qualifications Dr. Crawford has more than 20 years of board experience and has developed an expertise in corporate governance and boardroom leadership. As an executive of several companies, he gained experience in a range of fields including technological innovation and the chemicals industry. Dr. Crawford has developed comprehensive risk management programs for major corporations and also has substantial experience in financial matters, executive compensation and succession planning. From his experience as the president and chief executive officer of a consulting firm, he provides the Board with a unique perspective on corporate governance matters.
Dawn L. Farrell Director since 2015 Age 59	Since 2012, Ms. Farrell has served as President and Chief Executive Officer of TransAlta Corporation, an electricity power generator and wholesale marketing company. Prior to becoming President and Chief Executive Officer of TransAlta, Ms. Farrell held a variety of increasingly responsible leadership positions, including Chief Operating Officer from 2009 to 2011, and Executive Vice President of Commercial Operations and Development from 2007 to 2009. Prior to rejoining TransAlta in 2007, she served as the Executive Vice President of Generation at BC Hydro from 2003 to 2006. Ms. Farrell currently serves on the boards of TransAlta Corporation, The Conference Board of Canada and the Business Council of Canada. Skills and Qualifications From her role as both chief executive officer and board member of a public company, Ms. Farrell gives the Board important insight in the areas of leadership, global business management and operations, shareholder relations, risk management and financial matters. Ms. Farrell has substantial experience handling large acquisitions, implementing environmental, health and safety programs and negotiating major regulatory deals.

TABLE OF CONTENTS

Name, Tenure and Age	Principal Occupation, Business Experience, Qualifications and Directorships
Sean D. Keohane Director since 2018 Nominee Age 51	Mr. Keohane has served as President and Chief Executive Officer of Cabot Corporation, a leading global specialty chemicals and performance materials company, since March 2016. Mr. Keohane joined Cabot in 2002 and has held roles of increasing responsibility in multiple businesses and functions. In November 2014, he was appointed Executive Vice President of Cabot Corporation and President of the Reinforcement Materials segment. Concurrently, he also provided executive leadership for the global engineering and commercial excellence functions of Cabot Corporation. In March 2012, Mr. Keohane was named Senior Vice President of Cabot Corporation and served as President of the Performance Chemicals segment from May 2008 until November 2014. Prior to that, he held positions of General Manager of the Performance Products Business Group (2003-2008) and Global Marketing Director, Carbon Black (2002-2003). Before joining Cabot Corporation, Mr. Keohane worked for Pratt & Whitney, a division of United Technologies, in a variety of general management positions in the United States and Asia Pacific. He has served on the board of directors of the American Chemistry Council since 2016. Skills and Qualifications Mr. Keohane has substantial leadership experience. Through his roles as chief executive officer, executive officer and board member, he brings a strong knowledge of the chemicals industry and considerable experience in global management and operations, risk management, financial expertise and compensation and succession planning. Mr. Keohane also has significant experience with environmental, health and safety, process and product technology, investor relations, marketing, sales and product management.
Mark P. Vergnano Director since 2015 Age 61	Mr. Vergnano has served as the Company's President and Chief Executive Officer since July 1, 2015. Prior to joining Chemours, he held roles of increasing responsibility at E.I. du Pont de Nemours and Company. In October 2009, Mr. Vergnano was appointed Executive Vice President of DuPont and was responsible for multiple businesses and functions, including the businesses now part of Chemours: DuPont Chemicals & Fluoroproducts and Titanium Technologies. In June 2006, he was named Group Vice President of DuPont Safety & Protection. In October 2005, he was named Vice President and General Manager — Surfaces and Building Innovations. In February 2003, he was named Vice President and General Manager — Nonwovens. Prior to that, he had several assignments in manufacturing, technology, marketing, sales and business strategy. Mr. Vergnano joined DuPont in 1980 as a process engineer. Mr. Vergnano was appointed Chairman of the National Safety Council in 2017 and has served on its board of directors since 2007. He also serves on the board of directors of the American Chemistry Council since 2015 and is currently the vice chair of the board. He has served on the board of directors for Johnson Controls International plc since 2016. He previously served on the board of directors of Johnson Controls, Inc. from 2011 to 2016. Skills and Qualifications Mr. Vergnano has substantial leadership experience in the chemicals industry and in global business management and operations. He also brings knowledge and experience in technological innovation, risk management, corporate governance and financial matters. Through his former role with DuPont and his current role as the Company's President and Chief Executive Officer, Mr. Vergnano has substantial knowledge of the Company and its industry.

THE BOARD RECOMMENDS THAT YOU VOTE "FOR" THE ELECTION OF EACH OF ITS EIGHT DIRECTOR NOMINEES.

TABLE OF CONTENTS

CORPORATE GOVERNANCE

Corporate Governance Highlights

Declassified Board in 2016 — all directors elected annually

7 of 8 director nominees are independent

Highly qualified directors reflect broad and diverse mix of business backgrounds, skills and experiences — Skills Matrix added in 2019

Independent Board Chairman

All of the Audit Committee members are “audit committee financial experts”

Majority voting for uncontested elections with a director resignation policy

Executive sessions of independent directors at each regularly scheduled Board meeting

Clawback and Anti-Hedging policies

Directors and Officers must meet share ownership guidelines

No director may stand for re-election after reaching age 75

Annual Board and Committee self-evaluations

Successfully rotated leadership and membership for two Board Committees and onboarded new director in 2018

Launched 2030 Corporate Responsibility Commitment Goals

Published first Corporate Responsibility Commitment Report

Committed to UN Global Compact

To learn more about our Corporate Responsibility Commitment, go to: https://www.chemours.com/our-company/corporate-responsibility/

Our 2030 Corporate Responsibility Commitment Goals

TABLE OF CONTENTS

Corporate Governance Practices

The Board is committed to the highest standards of corporate governance, which is essential for sustained success and long-term shareholder value.

In light of this goal, the Board has adopted the Corporate Governance Guidelines, which provide the framework for the Board's corporate governance. The Nominating and Corporate Governance Committee of the Board reviews and assesses the Corporate Governance Guidelines annually and recommends changes to the Board as appropriate. Among other things, the Corporate Governance Guidelines provide that:

Independent directors will meet regularly in executive session in conjunction with regularly scheduled Board meetings.

Directors have access to the Company's management and advisors, and are encouraged to visit the Company's facilities. Our Board has visited two manufacturing facilities.

As necessary and appropriate, the Board and its Committees may retain outside legal, financial or other advisors.

The Board will make an annual self-evaluation of its performance with a particular focus on overall effectiveness.

Directors will avoid any actual or potential conflicts with the interests of the Company, and if any actual or potential conflict develops, will report all facts to the Board so that the conflict may be resolved or the director may resign.

Shareholders and others interested in communicating directly with the Board, Chair or other outside director may do so by writing in care of the Corporate Secretary. The Board's independent directors have approved procedures for handling such correspondence received by the Company and addressed to the Board.

The Corporate Governance Guidelines, along with the Charters of the Board Committees, the Company's Code of Conduct, Code of Ethics for the Chief Executive Officer, Chief Financial Officer and Controller, and Code of Business Conduct and Ethics for the Board of Directors are available on the Company's website at www.chemours.com, under the heading "Investor Relations" and then "Corporate Governance."

Board Leadership Structure

Mr. Richard H. Brown serves as the Chairman of the Board. The Company's governing documents allow the roles of Chairman and Chief Executive Officer ("CEO") to be filled by the same or different individuals. This approach allows the Board flexibility to determine whether the two roles should be separated or combined based upon the Company's needs and the Board's assessment of the Company's leadership from time to time. If the Board does not have an independent chairperson, the Board will appoint a Lead Independent Director and determine the Lead Independent Director's duties and responsibilities. The Board will periodically consider the advantages of having an independent Chairman or a combined Chairman and CEO and is open to different structures as circumstances may warrant.

At this time, the Board has determined that separating the roles of Chairman and CEO serves the best interests of Chemours and its shareholders. By having an independent Chairman, the CEO can focus primarily on the Company's business strategy and operations. The Company's CEO and senior management, working with the Board, set the strategic direction for Chemours, and the CEO provides day-to-day leadership. The independent Chairman leads the Board in the performance of its duties and serves as the principal liaison between the independent directors and the

CEO.

TABLE OF CONTENTS

Director Independence

The Nominating and Corporate Governance Committee of the Board is responsible for reviewing the qualifications and independence of members of the Board and its various Committees on a periodic basis, as well as the composition of the Board as a whole. This assessment includes members' qualifications as independent, as well as, consideration of skills and experience in relation to the needs of the Board. Director nominees are recommended to the Board by the Nominating and Corporate Governance Committee in accordance with the policies and principles in its Charter. The ultimate responsibility for selection of director nominees resides with the Board. The qualifications that the Board considers when nominating directors is discussed in more detail under "Director Nominees and Director Qualification Standards" in this Proxy Statement.

Independent Directors

The Board assesses the independence of directors and examines the nature and extent of any relations between the Company and directors, their families and their affiliates. The Corporate Governance Guidelines provide that a director is "independent" if he or she satisfies the New York Stock Exchange ("NYSE") Listing Standards on director independence and the Board affirmatively determines that the director has no material relationship with the Company (either directly, or as a partner, shareholder or officer of an organization that has a relationship with the Company). The Board has determined that, with the exception of Mr. Vergnano, the Company's CEO, each of the directors — Curtis V. Anastasio, Bradley J. Bell, Richard H. Brown, Mary B. Cranston, Curtis J. Crawford, Dawn L. Farrell and Sean D. Keohane — is independent.

Committee Independence Requirements

All members serving on the Audit Committee, the Compensation and Leadership Development Committee and the Nominating and Corporate Governance Committee must be independent as defined by the Corporate Governance Guidelines.

In addition, Audit Committee members must meet heightened independence criteria under NYSE Listing Standards and the rules and regulations of the U.S. Securities and Exchange Commission ("SEC") relating to audit committees. Each Compensation and Leadership Development Committee member must meet heightened independence criteria under NYSE Listing Standards and the rules and regulations of the SEC relating to compensation committees, be a "non-employee director" pursuant to the Securities Exchange Act of 1934, as amended (the "Exchange Act").

The Board has determined that each member of the Audit Committee, the Compensation and Leadership Development Committee and the Nominating and Corporate Governance Committee meets the requisite independence and related requirements.

Oversight of Risk Management

The Board of Directors is responsible for oversight of risk management and its leadership structure supports its effective oversight of the Company's risk management. In fulfilling its oversight responsibility, the Board receives various management and Board Committee reports and engages in periodic discussions with the Company's officers, as it may deem appropriate. In addition, each of the Board Committees considers the risks within its areas of responsibility. For example, the Audit Committee focuses on risks inherent in the Company's accounting, financial reporting and internal controls and reviews the Company's cybersecurity and information security programs; and the Compensation and Leadership Development Committee considers the risks that may be implicated by the Company's incentive compensation program. The Compensation and Leadership Development Committee's assessment of risk related to compensation practices is discussed in more detail in the "Compensation Discussion and Analysis" section of this Proxy Statement. The Nominating and Corporate Governance Committee provides oversight regarding the Company's policies on political

TABLE OF CONTENTS

contributions and lobbying expenses. The Nominating and Corporate Governance Committee is also responsible for reviewing transactions between the Company and related persons, which is discussed in more detail under “Certain Relationships and Transactions” in this Proxy Statement.

Pursuant to its Charter, the Audit Committee assists the Board of Directors in oversight of the Company’s compliance with legal and regulatory requirements. In fulfilling this role, the Audit Committee reviews with the Company’s General Counsel or the attorney(s) designated by the General Counsel, any legal matters that may have a material impact on the Company’s financial statements. The Audit Committee also meets at least annually with the Chief Financial Officer (“CFO”) and other members of management, as the Audit Committee deems appropriate, to discuss in a general manner the policies and practices that govern the processes by which major risk exposures are identified, assessed, managed and controlled on an enterprise-wide basis. The Audit Committee reviews and discusses with management the Company’s cybersecurity and information security programs. Additionally, on a general basis not less than annually, the Audit Committee reviews and approves the Company’s decisions, if any, to enter into swaps, including security-based swaps, in reliance on the “end-user” exception from mandatory clearing and exchange trading requirements.

Succession Planning

The Board plans for succession to the position of CEO. The Compensation and Leadership Development Committee, on behalf of the Board, oversees the succession planning process. To assist the Board, the CEO periodically provides the Board with an assessment of senior executives and their potential to succeed to the position of CEO, as well as, perspective on potential candidates from outside the Company. The Board has available, on a continuing basis, the CEO’s recommendation should he or she be unexpectedly unable to serve.

The CEO also provides the Board with an assessment of potential successors to key positions.

Director Education

New directors participate in an orientation process to become familiar with the Company and its strategic plans and businesses, significant financial matters, core values including ethics, compliance programs, corporate governance practices and other key policies and practices through a review of background materials, meetings with senior executives and visits to Company facilities. The Nominating and Corporate Governance Committee is responsible for providing guidance on directors’ continuing education, and actively monitors and encourages director education opportunities.

Code of Conduct

The Company is committed to high standards of ethical conduct and professionalism, and the Company’s Code of Conduct confirms the commitment to ethical behavior in the conduct of all activities.

In furtherance of this commitment, the Company has adopted a Code of Conduct, a Code of Business Conduct and Ethics for the Board of Directors, and a Code of Ethics for the CEO, CFO and Controller.

The Code of Conduct applies to all directors, officers (including the CEO, CFO and Controller) and employees of Chemours, and it sets forth

the Company’s policies and expectations on a number of topics including avoiding conflicts of interest, confidentiality, insider trading, protection of Chemours and customer property, and providing a proper and professional work environment. The Code of Conduct sets forth a worldwide toll-free and Internet-based ethics hotline, which employees can use to communicate any ethics-related concerns, and the Company provides training on ethics and compliance topics for employees.

TABLE OF CONTENTS

The Code of Business Conduct and Ethics for the Board of Directors applies to all directors, and is intended to (i) foster the highest ethical standards and integrity; (ii) focus the Board and each director on areas of potential ethical risk and conflicts of interest; (iii) guide directors in recognizing and dealing with ethical issues; (iv) establish reporting mechanisms; and (v) promote a culture of honesty and accountability.

The Code of Ethics for the CEO, CFO and Controller applies to those three executive officers. This Code sets forth the standards of conduct that the CEO, CFO and Controller must uphold while performing his or her duties.

In fiscal year 2018, there were no waivers of any provisions of (i) the Code of Conduct; (ii) the Code of Business Conduct and Ethics for the Board of Directors; or (iii) the Code of Ethics for the CEO, CFO and Controller. In the event the Company amends or waives any provision of any Code of Conduct or Code of Ethics that relates to any element of the definition of "code of ethics" enumerated in Item 406(b) of Regulation S-K promulgated under the Exchange Act, the Company intends to disclose these actions on the Company website at www.chemours.com.

BOARD STRUCTURE AND COMMITTEE COMPOSITION

The Board has eight Directors and three standing Committees: the Audit Committee, the Compensation and Leadership Development Committee, and the Nominating and Corporate Governance Committee.

The table below reflects the current membership of each Committee and the number of meetings held by each Committee during fiscal year 2018. Richard H. Brown, as Chairman of the Board, and Mark P. Vergnano, as President and Chief Executive Officer, are not members of any Committee.

	Audit Committee	Compensation and Leadership Development Committee	Nominating and Corporate Governance Committee
Curtis V. Anastasio	X		X
Bradley J. Bell	C	X	
Mary B. Cranston	X		C
Dr. Curtis J. Crawford	X	C	
Dawn L. Farrell		X	X
Sean D. Keohane		X	X
2018 Meetings	4	6	4
X = Member		C = Chair	

The Board met 5 times during fiscal year 2018. Each of the directors attended over 75% of the Board meetings and meetings of the Committees on which they served. The Company's Corporate Governance Guidelines provide that directors are expected to attend meetings of the Board, its Committees on which they serve, and the Annual Meeting of Shareholders.

Each Committee operates under a written charter. The Charters are available on the Company's corporate website, www.chemours.com, under the heading "Investor Relations" and "Corporate Governance." The principal functions of each Committee are summarized below.

Audit Committee

The responsibilities of the Audit Committee are more fully described in the Audit Committee Charter and include, among other duties, the fulfillment of its and the Board's oversight responsibilities relating to:

The integrity of the financial statements of the Company.

The qualifications and independence of the Company's independent auditor, and in connection with the Committee's oversight in this regard, the Chair of the Audit Committee is engaged in the selection process for the audit engagement partner.

TABLE OF CONTENTS

The performance of the Company’s internal audit function and independent auditors.

Compliance by the Company with legal and regulatory requirements.

Conducting an annual Committee self-assessment and an assessment of the independent audit firm, and reporting the results to the full Board.

The Audit Committee consists entirely of independent directors, and each meets the heightened independence requirements under NYSE
Listing Standards and the rules and regulations of the SEC relating to audit committees. Each member of the Audit Committee is financially literate and has accounting or related financial management expertise, as such terms are interpreted by the Board in its business judgment. Additionally, the Board of Directors has determined, in its business judgment, that each member of the Audit Committee is an “audit committee financial expert” for purposes of the rules of the SEC.

Compensation and Leadership Development Committee

The responsibilities of the Compensation and Leadership Development Committee are more fully described in the Compensation and Leadership Development Committee Charter and include, among other duties:

Assess current and future senior leadership talent, including their development and the succession plans of key management positions (other than CEO).

Assist the Board in CEO succession planning, including providing oversight of the CEO’s succession planning process.

Review the Company’s programs for executive development, performance and skills evaluations.

Conduct an annual review of the Company’s diversity talent, as well as, diversity representation on the slate for key positions.

Oversee the performance evaluation of the CEO based on input from other independent directors versus Board-approved goals and objectives.

Recommend to the independent members of the Board the compensation, including severance agreements as appropriate, for the CEO.

Review and approve compensation and employment arrangements, including equity compensation plans, bonus plans and severance agreements as appropriate, of the CEO and other senior executive officers.

Review the Company's incentive compensation arrangements to determine whether they encourage excessive risk-taking, review and discuss at least annually the relationship between risk management policies and practices and compensation, and evaluate compensation policies and practices that could mitigate any such risk. Review and approve the Compensation Discussion and Analysis and the Committee report, and other executive compensation disclosures, as required by the SEC to be included in the Company's Proxy Statement or applicable SEC filings.

Review the voting results of any say-on-pay or related shareholder proposals.

Conduct an annual Committee self-assessment and an assessment of the independent compensation consultant, and report the results to the full Board.

The Compensation and Leadership Development Committee consists entirely of independent directors, and each member meets the heightened independence requirements under NYSE Listing Standards and the rules and regulations of the SEC relating to compensation committees; and is a "non-employee director" for purposes of Rule 16b-3 promulgated under the Exchange Act.

Compensation Committee Interlocks and Insider Participation

During fiscal year 2018, none of the members of the Compensation and Leadership Development Committee was an officer or employee of the Company. No executive officer of the Company served on the compensation committee (or other board committee performing equivalent functions) or on the board of directors of any company having an executive officer who served on the Compensation and Leadership Development Committee or the Board.

TABLE OF CONTENTS

Nominating and Corporate Governance Committee

The responsibilities of the Nominating and Corporate Governance Committee are more fully described in the Nominating and Corporate Governance Committee Charter and include, among other duties:

Develop and recommend to the Board of Directors a set of corporate governance guidelines for the Company.

Identify individuals qualified to become Board members consistent with criteria approved by the Board and recommend to the Board nominees for election as directors of the Company, including nominees whom the Board proposes for election as directors at the Annual Meeting.

Review and approve any transaction between the Company and any related person in accordance with the Company's policies and procedures for transactions with related persons.

Oversee the Company's corporate governance practices, including reviewing and recommending to the Board of Directors for approval any changes to the Company's Code of Conduct, Certificate of Incorporation, Bylaws and Committee Charters.

Conduct an annual assessment of the Committee's performance, oversee the self-evaluation process of the entire Board of Directors and its other Committees, establish the evaluation criteria, implement the process and report its findings on the process to the Board of Directors.

The Nominating and Corporate Governance Committee consists entirely of independent directors, and each meets the independence requirements set forth in the NYSE Listing Standards.

TABLE OF CONTENTS

DIRECTOR COMPENSATION

Overview

Non-employee directors receive compensation for Board service, which is designed to fairly compensate them for their Board responsibilities and align their interests with the long-term interests of shareholders. The Nominating and Corporate Governance Committee, which consists solely of independent directors, has the primary responsibility to review and consider any revisions to directors' compensation.

During fiscal year 2018, non-employee directors were entitled to the following annual retainers:

Fiscal Year 2018 Director Retainers	
Annual Retainer(1)	$ 100,000
Annual Equity Award(2)	$ 130,000
Non-Executive Chairman Retainer(1)	$ 110,000
Audit Committee Chair Retainer(1)	$ 20,000
Compensation and Leadership Development Committee Chair Retainer(1)	$ 15,000
Nominating and Corporate Governance Committee Chair Retainer(1)	$ 15,000

(1)
Amounts payable in cash may be deferred pursuant to The Chemours Company Stock Accumulation and Deferred Compensation Plan for Directors (the "Directors Deferred Compensation Plan"), which is described further below.

(2)
Equity awards are valued as of the grant date and rounded up to the nearest whole share. For 2018, equity awards were in the form of shares of common stock or deferred stock units (DSUs) that convert into shares of common stock when a director leaves the Board. Before DSUs are converted into shares, directors are not entitled to dividends on the DSUs, but they receive dividend equivalents (credited in the form of additional DSUs) that likewise are converted into shares (with any fractional share paid in cash) upon termination of service.

The above fees assume service for a full year. Directors who serve for less than the full year are entitled to receive a pro-rated portion of the applicable payment. Each "year," for purposes of non-employee director compensation, begins on the date of the Company's annual meeting of shareholders. The Company does not pay meeting fees, but does pay for or reimburse directors for reasonable travel expenses related to attending Board, Committee, educational and Company business meetings.

During 2018, the Nominating and Corporate Governance Committee reviewed, after consultation with the independent compensation consultant Willis Towers Watson, the annual amount of the non-employee director equity compensation and recommended to the Board no changes. The Board believes the compensation program is in the best interest of the Company and designed to fairly compensate directors for their Board responsibilities and align their interests with the long-term interests of shareholders. The Board has adopted share ownership guidelines applicable to non-employee director equity awards. The share ownership guidelines, contained in the Corporate Governance Guidelines, require non-employee directors to hold at least six (6) times the cash portion of their annual retainer worth of Chemours common stock, restricted stock units (RSUs) and/or DSUs while serving as a director. Non-employee directors will have five (5) years to attain this ownership threshold from the time of their election to the Board.

TABLE OF CONTENTS

The Chemours Company Stock Accumulation and Deferred Compensation Plan for Directors

Under the Stock Accumulation and Deferred Compensation Plan for Directors, a director is eligible to defer all or part of his or her Board retainer and Committee Chair fees in cash or stock units until a future year or years, payable in a lump sum or equal annual installments. Interest will accrue on deferred cash payments, and dividend equivalents will accrue on deferred stock units. This deferred compensation is an unsecured obligation of the Company.

2018 Director Compensation Table

The following table shows information concerning the compensation paid in fiscal year 2018 to non-employee directors:

Director(1)	Fees Earned or Paid in Cash ($)(2)	Equity Awards ($)(3)	Total ($)
Curtis V. Anastasio	100,000	130,045	230,045
Bradley J. Bell	120,000	130,045	250,045
Richard H. Brown	210,000	130,045	340,045
Mary B. Cranston	107,500	130,045	237,545
Curtis J. Crawford	115,000	130,045	245,045
Dawn L. Farrell	100,000	130,045	230,045
Sean D. Keohane	75,000	130,045	205,045
Stephen D. Newlin(4)	57,500	0	57,500

(1)
During fiscal year 2018, Mr. Vergnano was an employee of the Company and, as such, did not receive separate or additional compensation for his service as a director. See “Executive Compensation” in this Proxy Statement for information relating to the compensation paid to Mr. Vergnano during fiscal year 2018.

(2)
Column reflects all cash compensation earned during fiscal year 2018, whether or not payment was deferred pursuant to the Directors Deferred Compensation Plan.

(3)
This column represents the dollar amount recognized for financial statement reporting purposes with respect to the 2018 fiscal year in accordance with FASB ASC 718 as the grant date fair value of compensation earned by directors in the form of DSUs of Chemours common stock or shares of common stock. This value is determined by dividing the annual equity award amount by the closing share price on the date of grant and rounding up to the next whole share, then multiplying by the closing share price on the grant date.

(4)
Mr. Newlin served as a director during the first half of fiscal year 2018.

The aggregate number of RSUs and DSUs held by each non-employee director at fiscal year-end is as follows:

Name	Aggregate Equity Awards Outstanding as of December 31,

	2018
Curtis V. Anastasio	25,753
Bradley J. Bell	28,486
Richard H. Brown	61,379
Mary B. Cranston	28,486
Curtis J. Crawford	61,379
Dawn L. Farrell	28,486
Sean D. Keohane	2,733

TABLE OF CONTENTS

Security Ownership of Certain
Beneficial Owners and Management

Security Ownership of Directors and Management

The following table sets forth information with respect to the beneficial ownership of Chemours' common stock as of March 5, 2019 by each of the Company's directors and nominees, named executive officers, and all directors and executive officers as a group.

Amount and nature of beneficial ownership:

Name of beneficial owner	Direct(1)	Indirect(2)	Right to acquire(3)	Total	Percent of class
Mark P. Vergnano	584,676	61,578	1,579,877	2,226,131	1.34%
Mark E. Newman	153,471	2,480	459,819	615,770	*
Paul Kirsch	57,921	0	52,495	110,416	*
E. Bryan Snell	105,774	0	198,640	304,414	*
David C. Shelton	83,269	492	121,391	205,152	*
Curtis V. Anastasio	2,692	0	25,753	28,445	*
Bradley J. Bell	0	10,400	28,486	38,886	*
Richard H. Brown	12,500	0	86,706	99,206	*
Mary B. Cranston	0	0	28,486	28,486	*
Curtis J. Crawford	30	47	75,050	75,127	*
Dawn L. Farrell	0	0	28,486	28,486	*
Sean D. Keohane	0	0	2,733	2,733	*
Directors, nominees and executive officers as a group (15 persons)	1,050,259	74,997	2,763,559	3,888,815	2.34%

*
Indicates ownership of less than 1% of the outstanding shares of Chemours common stock. Each of the Company's executive officers and directors may be contacted at 1007 Market Street, Wilmington, DE 19899.

(1)
Shares held individually or jointly with others, or in the name of a bank, broker or nominee for the individual's account.

(2)
Shares over which directors, nominees and executive officers may be deemed to have or share voting or investment power, including shares owned by trusts and certain relatives.

(3)
Shares which directors and executive officers had a right to acquire beneficial ownership of within 60 days from March 5, 2019, through the exercise of stock options or through the conversion of stock units held under the Company's equity-based compensation plans.

TABLE OF CONTENTS

Security Ownership of 5% Beneficial Owners

Based solely on the information filed on Schedule 13G for the fiscal year ended December 31, 2018, the following table sets forth those shareholders who beneficially own more than five percent of Chemours common stock.

Name and Address of Beneficial Owner	Number of Shares Beneficially Owned	Percent of Class(5)
FMR LLC(1) 245 Summer Street Boston, MA 02210	24,433,268	14.31%
The Vanguard Group(2) 100 Vanguard Blvd. Malvern, PA 19355	17,610,782	10.31%
BlackRock, Inc(3) 55 East 52nd Street New York, NY 10055	16,760,610	9.81%
Iridian Asset Management LLC(4) 276 Post Road West Westport, CT 06880	11,572,512	6.78%

(1)
Based solely on a Schedule 13G/A regarding holdings in Chemours common stock filed with the SEC on February 13, 2019, FMR LLC reported that it had sole voting power with respect to 730,529 shares and sole dispositive power with respect to 24,433,268 shares as of December 31, 2018.

(2)
Based solely on a Schedule 13G/A regarding holdings in Chemours common stock filed with the SEC on February 11, 2019, The Vanguard Group reported that it had sole voting power with respect to 133,292 shares, shared voting power with respect to 38,802 shares, sole dispositive power with respect to 17,445,997 shares, and shared dispositive power with respect to 164,785 shares as of December 31, 2018.

(3)
Based solely on a Schedule 13G/A regarding holdings in Chemours common stock filed with the SEC on February 4, 2019, BlackRock, Inc. reported that it had sole voting power with respect to 15,740,320 shares and sole dispositive power with respect to 16,760,610 shares as of December 31, 2018.

(4)
Based solely on a Schedule 13G regarding holdings in Chemours common stock filed with the SEC on February 6, 2019, Iridian Asset Management LLC reported that it had shared voting power with respect to 11,572,512 shares and shared dispositive power with respect to 11,572,512 shares as of December 31, 2018.

(5)
Ownership percentages based on 170,780,474 shares outstanding as of December 31, 2018.

TABLE OF CONTENTS

EXECUTIVE COMPENSATION

Compensation Discussion and Analysis

Name	Position
Mark Vergnano	President and Chief Executive Officer
Mark Newman	Senior Vice President and Chief Financial Officer
Paul Kirsch	President, Fluoroproducts
Bryan Snell	President, Titanium Technologies
David Shelton	Senior Vice President, General Counsel and Corporate Secretary

This Compensation, Discussion and Analysis is organized into five sections:

- Executive Summary
- Executive Compensation Philosophy and Pay-for-Performance
- Executive Compensation Decision Making
- 2018 Executive Compensation
- Company Sponsored Employee Benefits

Executive Summary

2018 Business Highlights

Chemours' results from operations for the year ended December 31, 2018 include positive contributions from all three segments. Net sales increased to $6.6 billion for the year ended December 31, 2018 compared with $6.2 billion for the same period in 2017, primarily attributable to higher average selling prices for our Ti-Pure™ TiO2 pigment in the Titanium Technologies segment, increased adoption of Opteon™ refrigerants and higher average price for fluoropolymer products in the Fluoroproducts segment, and increased price across all businesses in the Chemical Solutions segment. GAAP Net Income increased to $995 million and adjusted earnings before interest, income taxes, depreciation, and amortization ("Adjusted EBITDA") increased to $1.7 billion for the year ended December 31, 2018. These increases were primarily attributable to the aforementioned increases in pricing and volume, partially offset by higher distribution and raw material costs in 2018.

2018 highlights include:

- Net sales of $6.6 billion, up 7% versus 2017
- GAAP Net income of $995 million, up 33% versus 2017
- Adjusted EBITDA of $1.7 billion, up 22% versus 2017
- Improved cash flow from operations of $1.1 billion, up $500 million versus 2017

Adjusted EBITDA is a non-GAAP financial measure. Please refer to “Management’s Discussion and Analysis of Financial Condition and Results of Operations — Non-GAAP Financial Measures” starting on page 56 of the Company’s Annual Report on Form 10-K for the year ended December 31, 2018 for a reconciliation of Adjusted EBITDA to the most directly comparable GAAP measure.

2018 Executive Compensation Highlights

Chemours’ executive pay programs are highly performance-based, with payouts under both the short-term and long-term programs dependent on meeting financial and operational objectives over various performance periods. For 2018, the Compensation and Leadership Development Committee approved certain changes to the programs to better incentivize executives to drive Chemours’ financial performance and long-term stock performance.

TABLE OF CONTENTS

Named Executive Officer ("NEO") Compensation

- In early 2018, certain NEOs received adjustments to their base salaries and short/long-term incentive opportunities. The Compensation and Leadership Development Committee believed these changes were appropriate after a careful review of 2017 performance, internal equity, job responsibilities and competitive market data.

Annual Incentive Plan ("AIP")

- The Compensation and Leadership Development Committee modified the AIP to align payouts for Business Unit Presidents to the performance of their businesses. Beginning in 2018, AIP payouts for Business Unit Presidents were based 75% on the achievement of their Business Unit's results and 25% based on the achievement of Chemours' results. Prior to 2018, AIP payouts for Business Unit Presidents were based 100% on achievement of Chemours' results. Free Cash Flow and Adjusted EBITDA remained as measures at both the Chemours and Business Unit level as the Compensation and Leadership Development Committee believes these measures reinforce the importance of earnings and cash generation to the achievement of Chemours' objectives as well as their importance to shareholders.

- The Company's and individual Business Units' performances against AIP targets were mixed in 2018. The 2018 financial measures and targets under the AIP, along with results for the year, are listed below. AIP results are reflective of the changing circumstances of the business and macroeconomic challenges. As a result, AIP payouts to NEOs varied based on the performance of Chemours and the individual Business Units. Specifically, Chemours' performance fell below target but above threshold for both Adjusted EBITDA and Free Cash Flow. Fluoroproducts' performance exceeded targets for both Adjusted EBITDA and Free Cash Flow. Titanium Technologies' performance fell below threshold for both Adjusted EBITDA and Free Cash Flow. The Compensation and Leadership Development Committee believes the AIP payouts to NEOs are commensurate with Chemours and Business Unit performance results and its pay-for-performance philosophy.

Chemical Solutions exceeded maximum levels of performance for both Adjusted EBITDA and Free Cash Flow. As there are no NEOs in the Chemical Solutions Business Unit, the AIP results for this Business Unit are not discussed in this Compensation Discussion and Analysis.

Long-Term Incentives

-

The Compensation and Leadership Development Committee approved Adjusted EPS as a replacement for Adjusted EBITDA in the Performance Share Unit (“PSU”) Plan. Adjusted EBITDA was used in both short-term and long-term plans prior to 2018 to reinforce the importance of the financial measure for Chemours during the critical period after separation from DuPont. As Chemours continued to grow and

TABLE OF CONTENTS

build momentum, the Compensation and Leadership Development Committee believed that the use of a variety of measures is a better gauge of financial performance and health of the Company. Adjusted EPS is an important indicator of success in delivering long-term shareholder value through a focus on the quality of earnings.

- For the 2018 PSU award, the Compensation and Leadership Development Committee determined it was appropriate to continue the use of a 3-year performance cycle, with fixed annual goals for each year of the three-year periods and fixed cumulative/average goals for the cumulative/average results over the three-year period. Prior to 2018, each of the annual periods and the cumulative/average periods were weighted equally at 12.5%. Beginning in 2018, the weighting of the cumulative/average period increased from 12.5% to 20% for each of the financial performance measures.

- The performance results for the 2016 PSU Award were 200%. The payout for this award was based on pre-established annual and three-year targets for Adjusted EBITDA and Pre-Tax Return on Invested Capital ("ROIC"). Under the 2016 PSU Award, performance results were subject to adjustment by Relative Total Shareholder Return ("TSR") over the three-year performance period for performance above the 75th percentile or below the 25th percentile. Over the three-year period ending December 31, 2018, Chemours delivered TSR of 395%, which is at the 100th percentile for the peer group described in the section titled "2016 PSU Award Results". This level of Relative TSR performance would have resulted in a 1.25 modifier being applied to the 2016 PSU Award payout, but the total payout result under the 2016 PSU Award was capped at 200%.

Executive Compensation Governance and Best Practices

Chemours' executive compensation policies and practices demonstrate a commitment to strong governance standards and include features designed to mitigate compensation-related risks. The table below highlights the key features of Chemours' executive compensation programs and those features that Chemours does not employ:

What Chemours Does	What Chemours Doesn't Do
Pay-for-performance	Provide income tax gross-ups, other than for international assignment and/or relocation
Deliver total direct compensation predominantly through variable pay	Re-price underwater stock options
Set challenging short- and long-term incentive award goals	Allow hedging, pledging, short sales, derivative transactions, margin accounts or short-term trading
Target pay and benefits to market competitive levels	Have a liberal share recycling provision in our equity plan
Maintain robust stock ownership requirements	
Maintain a clawback policy for incentive based compensation	

Annually review the constituents of Compensation and Performance peer groups and make adjustments as appropriate

Undertake an annual review of compensation risk

Offer limited perquisites

Regularly review compensation, especially incentive compensation to ensure continued alignment with Chemours' strategy

2018 "Say on Pay" Vote Result

At Chemours' 2018 Annual Meeting, shareholders approved the Company's "Say-on-Pay" proposal with more than 96% of the votes cast in support of the executive compensation program. The Compensation and Leadership Development Committee is committed to regularly reviewing the program in the context of Chemours' compensation philosophy and will continue to consider shareholder input in evaluating executive compensation program design and decisions.

TABLE OF CONTENTS

Executive Compensation Philosophy and Pay-for-Performance

Executive Compensation Philosophy

The objectives of Chemours' executive compensation philosophy are rooted in:

- Promoting a performance-based culture that strongly links executive rewards to shareholder interests and to the Company's strategic and financial goals
- Providing a competitive total compensation opportunity designed to attract, retain and motivate high-performing executive talent

These objectives are achieved through fixed and variable compensation elements. The Compensation and Leadership Development Committee determines the appropriate balance between these elements in setting the total compensation opportunity for executives:

Element	Purpose and Key Features
Base Salary	Provides a stable source of income and is a standard element in executive compensation packages Compensates for expected day-to-day contribution Targeted to be market competitive in order to attract and retain qualified executives Delivered in cash
Annual Incentive Plan ("AIP")	Short-term at-risk compensation Encourages focus on the achievement of annual business goals Target incentive opportunity is set as a percentage of base salary and awards are earned only after a threshold level of performance is achieved Maximum payout is capped Delivered in cash
Long-Term Incentive Program ("LTIP")	Long-term at-risk compensation

Aligns executives with the long-term interests of shareholders

Provides a total compensation opportunity with payouts varying based on business and stock price performance

Maximum payout is capped

Delivered in stock

Pay Mix at Target

The Committee believes that aligning executive incentive payouts with Chemours' performance outcomes is critical for shareholders. Accordingly, the targets under the annual and long-term incentive programs represent rigorous performance expectations that are aligned to short and long-term financial and strategic goals.

To reinforce Chemours' pay-for-performance philosophy, the total compensation program for executives emphasizes at-risk incentive pay and, therefore, fluctuates with financial results and stock price. This approach aligns the pay outcomes of executives with Company performance and shareholder interests. The charts that follow illustrate the percentage of target pay at-risk for the CEO and other NEOs on average.

87% of CEO target total pay in 2018 was at risk while target total pay for our other NEOs was on average 71% at risk.

CEO Pay for Performance

The chart below demonstrates the relationship between Mr. Vergnano's pay and Chemours' TSR in 2016, 2017 and 2018. Target Pay ($6 million in 2016, $7.8 million in 2017 and $7.9 million in 2018) refers to the target pay program approved by the Compensation and Leadership Development Committee regarding base salary, annual incentive, and equity awards. Realizable Pay ($18.8 million in 2016, $10.6 million in 2017 and $4.0 million in 2018) is defined as actual W-2 base salary pay, actual annual incentive payment for performance in that year (paid in following year), and the value of equity awards at the end of the period. Stock options are valued based on the in-the-money value of options granted during that year (the spread between end-of-year stock price and grant price). Performance Share Units ("PSUs") are valued based on the number of PSUs awarded during that year (i.e.target # of PSUs), valued at the stock price at the end of the year.

The value of Mr. Vergnano's equity awards varied at the end of each fiscal year based on changes in the stock price from the date of grant. This, combined with variable annual incentive payouts, contributes to different levels of Realizable Pay value. The Compensation and Leadership Development Committee believes the pay outcomes for the CEO are aligned with shareholder interests over the time periods reported.

TABLE OF CONTENTS

Executive Compensation Decision Making

The Chemours Compensation and Leadership Development Committee applies the following factors to guide executive compensation decisions:

- Company performance and strategic objectives,
- Independent external market data, and
- Economic environment for the chemicals industry.

The table below summarizes oversight responsibilities and participation in executive compensation decisions:

Compensation and Leadership Development Committee	Establish executive compensation philosophy Approve incentive compensation programs and determine performance expectations for short-term and long-term incentive programs Approve all compensation actions for the NEOs, other than the CEO, including base salary, target and actual short-term incentive plan payouts and long-term incentive targets, grants and earned awards Recommend to the independent directors of the Board compensation actions for the CEO, including base salary, target and actual short-term incentive plan payouts and long-term incentive targets, grants and earned awards
All Independent Board Members	Assess performance of the CEO Approve all compensation actions for the CEO, including base salary, target and actual short-term incentive plan payouts and long-term incentive targets, grants and earned awards
Chief Executive Officer	Provide compensation recommendations for the NEOs (other than the CEO) to the Compensation and Leadership Development Committee, which considers these recommendations as part of its evaluation. However, review, analysis, and final approval of compensation actions are made solely by the Compensation and Leadership Development Committee

	Recommendations are based on the CEO’s personal review of each NEO’s performance, job responsibilities, and importance to the Company’s overall business strategy, as well as the Company’s compensation philosophy
	In preparing compensation recommendations for the NEOs, the CEO and the SVP of Human Resources compare each key element of compensation provided to the NEOs to market data and consider the total compensation package
	In consultation with the Chief Financial Officer, recommends incentive measures and performance expectations
Independent Consultant to the Compensation and Leadership Development Committee	Provides independent advice, research, and analytical services on a variety of subjects, including compensation of executive officers and executive compensation trends
	Participates in meetings as requested and communicates with the Chair of the Compensation and Leadership Development Committee between meetings
	Evaluates executive compensation policies and guidelines and provides analysis of policies and guidelines compared to best practices in the industry
	Engaged by, and reports directly to the Compensation and Leadership Development Committee

TABLE OF CONTENTS

Independent Compensation Consultant

The Compensation and Leadership Development Committee has engaged Willis Towers Watson as its independent compensation consultant since April 2017. Willis Towers Watson is engaged by and reports directly to the Compensation and Leadership Development Committee, which may replace the firm or hire additional consultants at any time.

The Compensation and Leadership Development Committee and the other independent directors of Chemours' Board are the sole decision makers for compensation of executive officers.

The Committee has assessed the independence of Willis Towers Watson based on NYSE Listing Standards and SEC rules and concluded that its work does not raise any conflict of interest.

Peer Group Selection and Competitive Positioning

In making compensation decisions, the Compensation and Leadership Development Committee considers competitive market data from a compensation peer group of companies as one of several reference points. Compensation peer group data is supplemented with broader chemical industry and general industry data. The selection of the compensation peer group is composed of publicly-traded U.S. based companies with similar scale, revenue, industry, and business characteristics reflecting Chemours' current state as well as its business direction.

For compensation decisions made in early 2018, the compensation peer group consisted of the following companies:

Air Products & Chemicals, Inc.	PolyOne Corporation
Albemarle Corporation	PPG Industries, Inc.
Ashland Global Holdings, Inc.	RPM International, Inc.
Axalta Coating Systems Ltd.	The Sherwin-Williams Company
Celanese Corporation	Trinseo S.A.
Eastman Chemical Company	Tronox Limited
Huntsman Corporation	Venator Materials PLC
Olin Corporation	Westlake Chemical Corporation
Platform Specialty Products Corporation	W.R. Grace and Company

The Compensation and Leadership Development Committee reviews the composition of the compensation peer group regularly to ensure that it remains suitable and appropriate. With the assistance of its independent compensation consultant, the Compensation and Leadership Development Committee conducted a review of the peer group in July 2018 and made no changes.

Chemours generally targets the market median for target total direct compensation and each of base salary, target total cash compensation, and target total long-term incentives for senior officers and NEOs. Ultimately, the Compensation and Leadership Development Committee has the flexibility to pay above or below the market median based on a variety of factors including an executive's scope of responsibility, experience level, the critical need for retention, sustained performance over time, potential for advancement as part of key succession planning processes, and other unique factors.

2018 Executive Compensation

2018 CEO Compensation Highlights

The Compensation and Leadership Development Committee considered many factors in recommending Mr. Vergnano's 2018 target total direct compensation opportunity including the following:

- Strong Company performance in 2017, including one-year TSR of 127%

- Completion of Chemours' Transformation Plan

-

Mr. Vergnano’s individual performance

- External market competitiveness

TABLE OF CONTENTS

The Compensation and Leadership Development Committee recommended an increase to Mr. Vergnano's base salary of 5%, increasing his base salary to $1,050,000 and target annual incentive opportunity to $1,365,000. The following changes to Mr. Vergnano's target total compensation were approved by the Board of Directors in February 2018:

	2017	2018
Base Salary	$1,000,000	$1,050,000
Target AIP Opportunity	$1,300,000 (130% of salary)	$1,365,000 (130% of salary)
Target LTI Opportunity (Grant Value)	$5,500,000	$5,500,000
Target Total Direct Compensation	$7,800,000	$7,915,000

Mr. Vergnano's actual 2018 AIP award was $1,000,545, 73% of his target award opportunity, which is reflective of the company performance outcomes noted previously. In 2018, 60% of Mr. Vergnano's total long-term incentive opportunity was delivered in Performance Share Units ("PSUs"), with vesting and performance results based on the achievement of Adjusted Earnings Per Share and Pre-Tax ROIC financial goals, as well as Relative TSR over a three-year period. The remaining 40% of Mr. Vergnano's long-term incentive opportunity was delivered in non-qualified stock options, which vest annually in three equal installments from the date of grant.

2018 Base Salaries of the Other NEOs

Base salaries for the NEOs are intended to be competitive with the market in order to attract and retain the executive talent needed to successfully manage daily business operations. The Compensation and Leadership Development Committee reviews base salaries for NEOs annually. NEOs' base salaries reflect the scope of responsibilities, experience, achievement of individual strategic objectives, and external market competitiveness. Base salaries represent a small portion of a NEO's overall compensation.

In 2018, after considering external market pay data, internal equity and performance, the Compensation and Leadership Development Committee approved a base salary increase for Mr. Snell of 10%, increasing his base salary to $550,000. The Compensation and Leadership Development Committee maintained base salaries at the 2017 level for Messrs. Newman, Kirsch and Shelton as set forth in the following table.

NEO	Base Salary ($) (as of December 31, 2017)	Base Salary ($) (as of December 31, 2018)
Mark Vergnano	$ 1,000,000	$ 1,050,000
Mark Newman	$ 591,220	$ 591,220
Paul Kirsch	$ 550,000	$ 550,000
Bryan Snell	$ 500,000	$ 550,000
David Shelton	$ 475,000	$ 475,000

Salary changes for NEOs are generally effective March 1 of each year.

Annual Incentive Plan (AIP)

Chemours' annual incentive plan is designed to reward executives for achieving and exceeding annual financial performance goals. Under the AIP, each NEO has a target annual incentive opportunity, expressed as a percentage of base salary. Incentive targets are determined based on the Compensation and Leadership Development Committee's review of peer group practices, chemical industry data from proprietary third-party surveys, and the position and scope of responsibilities of each NEO. Incentive targets are reviewed annually. NEO AIP target opportunity (as a percentage of salary) remained unchanged for 2018. The following table summarizes 2018 AIP targets.

NEO	2017 Annual Incentive Target (as % of Base	2018 Annual Incentive Target (as % of Base

	Salary)	Salary)
Mark Vergnano	130%	130%
Mark Newman	80%	80%
Paul Kirsch	75%	75%
Bryan Snell	75%	75%
David Shelton	70%	70%

27

TABLE OF CONTENTS

After careful review, the Compensation and Leadership Development Committee made changes to the annual incentive plan design in 2018 to better align AIP payouts for Business Unit Presidents to the results of their respective businesses.

Incentive Formula

Actual cash annual incentive awards for NEOs in 2018 were determined using the formulas shown below. The calculation of award payments for each NEO is determined based on Chemours' financial performance or a combination of Chemours and Business Unit performance. There is no individual performance component for NEOs. The Committee may use discretion to reduce payout.

AIP awards for Messrs. Vergnano, Newman and Shelton are determined as follows:

AIP awards for Messrs. Kirsch and Snell are determined as follows:

Performance Measures

For 2018, the Compensation and Leadership Development Committee determined Adjusted EBITDA and Free Cash Flow remained the appropriate measures as they directly reflect the Chemours goals of promoting earnings improvement and emphasizing cash generation.

Adjusted EBITDA and Free Cash Flow were weighted equally in determining the Corporate Performance Factor. For the Business Unit Performance Factor, Adjusted EBITDA was weighted 75% given its significance as a measure of our business unit growth and success, and Business Unit Free Cash Flow was weighted 25%.

	Measure	Weighting
Corporate Performance Factor	Corporate Adjusted EBITDA	50%
	Corporate Free Cash Flow	50%

	Measure	Weighting
Business Unit Performance Factor	Corporate Adjusted EBITDA	12.50% (50% of the 25%)
	Corporate Free Cash Flow	12.50% (50% of the 25%)
	Business Unit Adjusted EBITDA	56.25% (75% of the 75%)
	Business Unit Free Cash Flow	18.75% (25% of the 75%)

Adjusted EBITDA is defined as income (loss) before interest, income taxes, depreciation and amortization excluding the following items: non-operating pension and other postretirement employee benefit costs (income), exchange gains (losses), restructuring, impairment and asset-related charges (benefits), gains (losses) on sale of business or assets, transaction costs, legal charges, impacts of changes to U.S. GAAP accounting or other items not considered indicative of ongoing operations during the performance period.